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FLIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

July 2, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Agreement, dated as of July 2, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2004-E) previously filed with the Board under Recordation Number 25099.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Anne K. Quinlan, Esq.
July 2, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive TERMINATED: UP 3833.

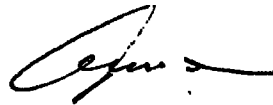
A short summary of the document to appear in the index follows:

Partial Termination of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

JUL 02 '09

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PARTIAL TERMINATION OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE AGREEMENT is made and entered into as of July 2, 2009 by and between Wilmington Trust Company ("Lessor") and Union Pacific Railroad Company ("Lessee").

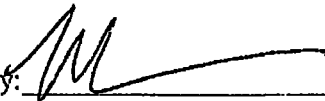
1. Lessor has heretofore leased to Lessee certain railroad equipment set forth on Schedule 1 attached hereto pursuant to the Lease Agreement dated as of July 1, 2004 (as amended, the "Lease"), as supplemented, (i) a memorandum of which was duly recorded with the Surface Transportation Board on July 28, 2004 at 10:59 A.M. under Recordation Number 25099 and (ii) a summary of which was deposited with the Registrar General of Canada on July 28, 2004 at 1:28 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the locomotive set forth on Schedule 1 attached hereto, which has been deemed to have suffered an Event of Loss.

3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination.

Dated this 2nd day of July, 2009.

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as trustee

By: 
Name: Mark H. Brzoska
Title: Financial Services Officer

UNION PACIFIC RAILROAD COMPANY

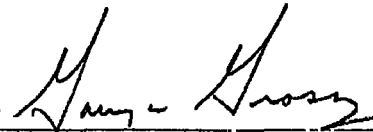
By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Dated this 2nd day of July, 2009.

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as trustee

By: _____
Name: _____
Title: _____

UNION PACIFIC RAILROAD COMPANY

By: 
Name: Gary W. Grosz
Title: Assistant Treasurer

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

On this 26th day of June, 2009 before me personally appeared Muck H. Borzila to me personally known, who, being by me duly sworn, says that (s)he is Financial Services Officer of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



[Notarial Seal]

My commission expires

Dianne M. Bruton
Notary Public

DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this _____ day of _____, 2009 before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Pam Neuman, Notary Public

[Notarial Seal]

My commission expires:

December 15, 2010

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

On this _____ day of _____, 2009 before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

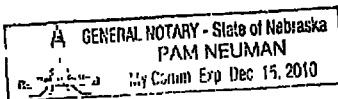
Notary Public

[Notarial Seal]

My commission expires

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 2nd day of July, 2009 before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Pam Neuman
Pam Neuman, Notary Public

[Notarial Seal]

My commission expires:

December 15, 2010

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBER
EMD SD70M locomotive	1	UP 3833

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/2/09



Robert W. Alvord